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July 16, 2012

The Honorable Jocelyn Boyd
Chief Clerk of the Commission
Public Service Commission of South Carolina
Post Office Drawer 11649
Columbia, South Carolina 29211

Re: Joint Application of AT&T Communications of the Southern States, LLC and
AT&T Corp. for Approval of Merger
Docket No. 2012-224-C

Dear Ms. Boyd:

Enclosed for filing is AT&T Communications, LLC's and AT&T Corp.'s Motion for Expedited Ruling on First Amended Joint Application on the Basis of Verified Testimony in the above-referenced matter.

By copy of this letter, I am serving all parties of record with a copy of this motion as indicated on the attached Certificate of Service.

Sincerely,

A handwritten signature in black ink that reads "Patrick W. Turner". The signature is written in a cursive, flowing style.

Patrick W. Turner
Attorney Representing AT&T Communications, LLC and
AT&T Corp.

PWT/nml
Enclosure
cc: All Parties of Record

1040590

BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

IN RE:

Joint Application of AT&T Communications of the)	
Southern States, LLC and AT&T Corp.)	Docket No. 2012-224-C
for Approval of Merger)	
_____)	

**MOTION FOR EXPEDITED RULING ON FIRST AMENDED JOINT APPLICATION
ON THE BASIS OF VERIFIED TESTIMONY**

AT&T Communications of the Southern States, LLC (“AT&T Communications”) and AT&T Corp. (collectively, “Joint Applicants”) respectfully request that the Commission rule on their First Amended Joint Application at the earliest possible Agenda Session on the basis of the verified testimony supporting the First Amended Joint Application.

On June 6, 2012, Joint Applicants filed their First Amended Joint Application seeking an Order approving the merger of AT&T Communications into AT&T Corp., including without limitation a request that the Commission grant AT&T Corp. all of the certificates and authorizations AT&T Communications currently has, subject to the same terms and conditions that appear in AT&T Communications’ existing certificates and authorizations.¹ This First Amended Joint Application is supported by the verified direct testimony of James F. Dionne (consisting of 15 pages and 4 exhibits) that was filed with the Commission on June 1, 2012.

¹ This First Amended Application is identical to the Joint Application filed June 1, 2012 with the exception of the addition of the express request that that the Commission grant AT&T Corp. all of the certificates and authorizations AT&T Communications currently has, subject to the same terms and conditions that appear in AT&T Communications’ existing certificates and authorizations.

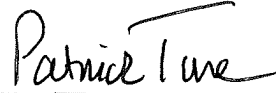
On June 12, 2012, the Commission directed Joint Applicants to publish the Commission's Notice of Filing and Hearing ("NOFH") in this docket in newspapers of general circulation in the affected areas on or before June 22, 2012, and to provide Proof of Publication on or before July 13, 2012. The Commission's NOFH establishes July 13, 2012 as the deadline for persons to file a Petition to Intervene or to notify the Commission, the Office of Regulatory Staff, and the Joint Applicants in writing that they wish to testify and present evidence in the docket.

On June 26, 2012, Joint Applicants filed with the Commission affidavits reflecting that the NOFH was published in newspapers of general circulation in the affected areas prior to the deadline established by the Commission. Additionally, as of July 13, 2012, no person has filed a Petition to Intervene or a written notice that they wish to testify and present evidence in the docket.

Accordingly, Joint Applicants respectfully request that the Commission approve their First Amended Joint Application at the earliest possible Agenda Session on the basis of the verified testimony in the record in this proceeding. In support of this request, Joint Applicants submit as Attachment A a Proposed Order for the Commission's consideration.

Respectfully submitted this the 16th day of July, 2012.

Respectfully submitted,

A handwritten signature in black ink that reads "Patrick W. Turner". The signature is written in a cursive style with a large, stylized "P" and "T".

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ATTORNEY REPRESENTING AT&T
COMMUNICATIONS AND AT&T CORP.

1040592

ATTACHMENT A

BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

IN RE:

Joint Application of AT&T Communications of the)	
Southern States, LLC and AT&T Corp.)	Docket No. 2012-224-C
for Approval of Merger)	
_____)	

**PROPOSED ORDER GRANTING FIRST AMENDED JOINT APPLICATION FOR
APPROVAL OF MERGER**

This matter comes before the Commission upon a First Amended Joint Application by AT&T Communications of the Southern States, LLC (“AT&T Communications”) and AT&T Corp. (collectively, “Joint Applicants”) seeking an Order approving the merger of AT&T Communications into AT&T Corp. and upon a Motion for Expedited Ruling on First Amended Joint Application on the Basis of Verified Testimony ("Motion"). For the reasons set forth below, the Commission finds that both the Motion and the Joint Application should be granted.

I. PROCEDURAL BACKGROUND

On June 6, 2012, Joint Applicants filed their First Amended Joint Application seeking an Order approving the merger of AT&T Communications into AT&T Corp., including without limitation a request that the Commission grant AT&T Corp. all of the certificates and authorizations AT&T Communications currently has, subject to the same terms and conditions that appear in AT&T Communications’ existing certificates and authorizations.¹ This First

¹ This First Amended Application is identical to the Joint Application filed June 1, 2012 with the exception of the addition of the express request that that the Commission grant AT&T Corp. all of the certificates and authorizations AT&T Communications currently has,

Amended Joint Application is supported by the verified direct testimony of James F. Dionne (consisting of 15 pages and 4 exhibits) that was filed with the Commission on June 1, 2012.

On June 12, 2012, the Commission directed Joint Applicants to publish the Commission's Notice of Filing and Hearing ("NOFH") in this docket in newspapers of general circulation in the affected areas on or before June 22, 2012, and to provide Proof of Publication on or before July 13, 2012. The Commission's NOFH establishes July 13, 2012 as the deadline for persons to file a Petition to Intervene or to notify the Commission, the Office of Regulatory Staff, and the Joint Applicants in writing that they wish to testify and present evidence in the docket.

On June 26, 2012, Joint Applicants filed with the Commission affidavits reflecting that the NOFH was published in newspapers of general circulation in the affected areas prior to the deadline established by the Commission. As of July 13, 2012, no person had filed a Petition to Intervene or a written notice that they wish to testify and present evidence in the docket.

On June 16, 2012, Joint Applicants filed their Motion requesting that the Commission approve their First Amended Joint Application at the earliest possible Agenda Session on the basis of the verified testimony in the record in this proceeding.

II. SUMMARY OF TESTIMONY AND DISCUSSION

The uncontroverted evidence of record shows that applicant AT&T Communications is a limited liability company formed and existing under the laws of the State of Delaware and is a wholly-owned subsidiary of AT&T Corp. (Verified Direct Testimony of James F. Dionne at 4-5). AT&T Communications is authorized to provide, and does provide, the following services

subject to the same terms and conditions that appear in AT&T Communications' existing certificates and authorizations.

in the State of South Carolina: interLATA telecommunications services pursuant to a Certificate of Public Convenience and Necessity the Commission granted in Order No. 83-883 in Docket No. 83-416-C; intraLATA telecommunications services pursuant to the authority granted by the Commission in Order Nos. 92-919 and 93-462 in Docket Nos. 92-182-C, 92-183-C, and 92-200-C; consumer card and operator services pursuant to the authority granted by the Commission in various orders, including without limitation Order Nos. 95-1734 and 96-55 in Docket No. 95-661-C; and local exchange telecommunications services pursuant to the authority granted by the Commission in Order No. 96-494 in Docket No. 96-073-C.² (*Id.* at 4-5).

Applicant AT&T Corp. is a corporation formed and existing under the laws of the State of New York and is a wholly-owned subsidiary of AT&T Inc. (*Id.* at 5). AT&T Corp. is not currently certificated or otherwise authorized to provide, and does not provide, any regulated telecommunications services in South Carolina. (*Id.* at 5-6). All of the technical, managerial, and financial resources (including without limitation employees) of AT&T Communications will be merged into AT&T Corp. upon completion of the merger. (*Id.* at 8-9).

The primary purposes behind the proposed merger are customer satisfaction and efficiency. (*Id.* at 6). This corporate change is strictly *pro forma* and will not impact the provision of telecommunications services in South Carolina. (*Id.* at 7). AT&T Communications' existing customers will be given prior notice of the impending merger. (*Id.* at 10-11; Exhibit JFD-4).

After the merger is complete, AT&T Corp. will provide current AT&T Communications customers with the same services they are currently receiving from AT&T Communications

² Pages 6 through 8 of this Order incorporate the same substantive terms and conditions that are set forth in the Stipulation that AT&T affiliates authorized to provide local

pursuant to AT&T Corp. contracts and tariffs that offer such services under the same rates, terms and conditions as these customers currently receive. (*Id.* at 7, 9). AT&T Corp. will provide services in the same geographic areas in which AT&T Communications is authorized to provide services. (*Id.* at 12). More specifically with regard to local exchange services, AT&T Corp seeks authority to provide such services on a statewide basis in South Carolina, subject to the terms and conditions set forth at pages 6 through 8 of Order No. 96-494, which are the same substantive terms and conditions that are set forth in the Stipulation that AT&T affiliates authorized to provide local exchange service typically execute with the South Carolina Telephone Coalition. (*Id.* at 12-13).

After the merger is complete, AT&T Corp. will make appropriate filings to convert any AT&T Communications tariffs that may exist to AT&T Corp. tariffs and to operate under one or more d/b/a's as appropriate. (*Id.* at 13-14).

III. FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. Joint Applicants have set forth with particularity the proposed geographic area to be served by AT&T Corp. after the merger. (Verified Direct Testimony of James F. Dionne at 12-13).

2. Joint Applicants have identified the price list and informational tariff regarding the types of local exchange and exchange access services to be provided by AT&T Corp. after the merger. (*Id.* at 7, 9).

3. AT&T Corp. will possess technical, financial, and managerial resources sufficient to provide the services it intends to provide after the merger. (*Id.* at 8-9).

exchange service typically execute with the South Carolina Telephone Coalition. (*Id.* at 5).

4. The services AT&T Corp. intends to provide after the merger will meet the service standards that the Commission may adopt. (*Id.* at 7,9).

5. Provision of the services AT&T Corp. intends to provide after the merger will not adversely impact the availability of affordable local exchange service. (*Id.* at 7, 10).

6. To the extent it may be required to do so by the Commission, after the merger AT&T Corp. will participate in the support of universally available telephone service at affordable rates. (*Id.* at 10).

7. Provision of the services BSLD intends to provide after the merger will not otherwise adversely impact the public interest. (*Id.* at 7, 10).

IV. CONCLUSION

Based on the foregoing, it is hereby ordered that:

1. The Motion for Expedited Ruling on Joint Application on the Basis of Verified Testimony is granted.

2. Pursuant to Section 58-9-310, the Commission approves the merger of all property, powers, franchises and privileges (including without limitation the merger of AT&T Communications' existing certificates and authorizations to provide services) of AT&T Communications into AT&T Corp. to occur on or about October 31, 2012;

3. To the extent any approval is required pursuant to Section 58-9-300 to implement the merger, the Commission grants such approval.

4. To the extent that any "slamming" regulations arguably would be violated by the merger, the Commission waives such regulations;

5. To the extent it is necessary to remove any local carrier freezes in order to implement the merger, the Commission grants approval to remove such freezes;

6. The Commission grants AT&T Corp. all of the certificates and authorizations AT&T Communications currently has, subject to the same terms and conditions that appear in AT&T Communications' existing certificates and authorizations; and

7. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:

Respectfully submitted,

Patrick W. Turner
1600 Williams Street, Suite 5200
Columbia, South Carolina 29201
(803) 401-2900

ATTORNEY REPRESENTING AT&T
COMMUNICATIONS AND AT&T CORP.

1040593

STATE OF SOUTH CAROLINA)
) CERTIFICATE OF SERVICE
COUNTY OF RICHLAND)

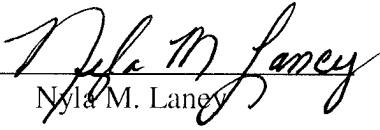
The undersigned, Nyla M. Laney, hereby certifies that she is employed by the Legal Department for AT&T South Carolina (“AT&T”) and that she has caused AT&T Communications of the Southern States, LLC and AT&T Corp.’s Motion for Expedited Ruling on First Amended Joint Application on the Basis of Verified Testimony to be served upon the following in Docket No. 2012-224-C on July 16, 2012:

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Nyla M. Laney

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